

WC 05-340

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NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company **FCC/MELLON**

OCT 24 2005

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October 21, 2005

BY OVERNIGHT DELIVERY

Federal Communications Commission
Common Carrier Bureau
445 12th Street S.W.
Washington, D. C. 20554

DOCKET FILE COPY ORIGINAL

FCC c/o Mellon Bank
3 Mellon Centre
525 William Penn Way, 27th Floor
Room 152-2713
Pittsburg, Pennsylvania 15259-0001
ATTN: Wholesale Lockbox Shift Supervisor

RE: Application for consent to the transfer of control of a business which has Blanket Domestic Interstate 214 Authority - Transfer of Adelphia Telecommunications, Inc. Debtor-in-Possession to Telecom Management, Inc., d/b/a Pioneer Telephone

Dear Sir or Madam:

Enclosed please find the following documents submitted on behalf of Adelphia Telecommunications, Inc. Debtor-in-Possession to Telecom Management, Inc., d/b/a Pioneer Telephone.

1. The original and four (4) copies of the Application for consent to the transfer of control of a business which has blanket domestic interstate 214 authority.

2. The original and four (4) copies of FCC Form 159.

3. Our AMEX number authorizing a charge in the amount of \$895.00 representing the filing fee for this Application.

Should you have any questions or require additional information, please do not hesitate to contact me.

I would appreciate if you would return a copy of this letter, date-stamped, in the envelope provided.

Sincerely,

Benjamin W. Bronston
Benjamin W. Bronston

Enclosures

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of

Adelphia Telecommunications, Inc.,
Debtor-in-Possession, Transferor and
Telecom Management, Inc.
d/b/a Pioneer Telephone, Transferee

File No. ITC/T/C-2005 _____

Application Pursuant to Section 214 of the
Communications Act of 1934 and
Section 63.24 of the Commission's Rules for
Consent to the Transfer of Assets/Control of
Adelphia Telecommunications, Inc.,
Debtor-in-Possession to Telecom Management, Inc.
d/b/a Pioneer Telephone

and

WC Docket No. 04-_____

Application Pursuant to Section 214 of the
Communications Act of 1934 and
Section 63.04 of the Commission's Rules for
Consent to the Transfer of Assets/Control of
Adelphia Telecommunications, Inc.,
Debtor-In-Possession to Telecom Management, Inc.
d/b/a Pioneer Telephone

Attention: International Bureau and Wireless Competition Bureau

**COMBINED/JOINT INTERNATIONAL AND DOMESTIC APPLICATION FOR
TRANSFER OF CONTROL/ASSIGNMENT OF ASSETS**

Pursuant to section 214 of the Communications Act of 1934, as amended (the "Act"), and
sections 63.04 and 63.24 of the Commission's rules, this Application seeks Commission
approval to transfer control/assign the assets of Adelphia Telecommunications, Inc., Debtor-in-
Possession ("Adelphia") to Telecom Management, Inc. d/b/a Pioneer Telephone ("Pioneer")

(together referred to as "Applicants"). Adelphia and Pioneer hold authority to provide domestic and international telecommunications services pursuant to section 214 of the Act.¹ Since June 25, 2002, Adelphia has been operating under the protection of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").² The sale of the customers and assets of Adelphia, pursuant to the Agreement, has been approved by the Bankruptcy Court. The Agreement provides that Pioneer will purchase substantially all of the telecommunications assets of Adelphia, including but not limited to Adelphia's customer accounts (the "Acquisition"). The acquisition will not result in any change in ownership of Adelphia, but only affects Adelphia's assets. This Application seeks Commission approval of Pioneer's purchase of Adelphia's interstate and international long distance telecommunications assets.

Adelphia and Pioneer are providers of interexchange telecommunications services. The proposed transaction will serve the public interest, convenience and necessity. The acquisition will create operating efficiencies which will serve to enhance the overall capacity of Pioneer to compete in the marketplace and to provide telecommunications services for a greater number of consumers at

¹ Adelphia Telecommunications, Inc. was granted authority in File No. ITC-214-19970206-00065, March 28, 1997. As a result of the Bankruptcy, a pro forma assignment of Adelphia Telecommunications, Inc.'s 214 to Adelphia Telecommunications, Inc. as Debtor-In-Possession was granted in File No. ITC-ASG-20021105-00613, April 30, 2003.

Adelphia Telecommunications of Florida, Inc. was granted authority in File No. ITC-214-19970206-00066, March 28, 1997. A pro forma assignment of Adelphia Telecommunications of Florida, Inc.'s 214 to Adelphia Telecommunications, Inc. as Debtor-In-Possession was granted in File No. ITC-ASG-20021105-00614, dated April 30, 2003.

Pioneer obtained its license under the name PRB Inc. d/b/a Pioneer Telephone, File Number ITC-214-19970124-00040, March 18, 1997.

² See in Re: Adelphia Communications Corporation, et al, Case No. 02-41729 (REG) (Jointly Administered) (The "Chapter 11 Case") in the United States Bankruptcy Court for the Southern District of New York.

competitive rates. The customers of Adelphia will benefit from the improved resources and assets of Pioneer, which will help ensure continuity of service and enhance the ability of Pioneer to offer a broader range of innovative products and services to customers. The proposed transaction, therefore, will strengthen the ability of Pioneer to offer services in competition with other providers. Grant of this Application clearly will promote competition in the interstate and international long distance telecommunications markets and will serve the public interest.

I. INFORMATION REQUIRED BY SECTION 63.24

This Application seeks authority to transfer the assets of Adelphia, which holds authority pursuant to section 214 of the Act to provide domestic interstate and international telecommunications service, to Pioneer which also holds authority pursuant to section 214 of the Act to provide domestic interstate and international telecommunications service. Section 63.24(e)(2) of the Commission's rules requires that an application for a substantial transfer of control of a carrier holding international section 214 authority include the following information, as described in section 63.18:

(a) The name, address and contact number of the transferor is:

Adelphia Telecommunications, Inc.
Debtor-In-Possession
ATTN: William Schleyer
Chairman and CEO
5619 DTC Parkway, Suite 800
Greenwood Village, CO 80111
Telephone: (303) 268-6684
Fax: (720) 293-0222

The name, address and contact number of the transferee is:

Telecom Management, Inc. d/b/a Pioneer Telephone

ATTN: Sue Bouchard
583 Warren Avenue
Portland, Maine 33815
Telephone: (207) 774-9500
Fax: (866) 321-7383

- (b) Adelphia Telecommunications, Inc. is a Delaware corporation.
Adelphia Telecommunications of Florida, Inc. is a Florida corporation.
Pioneer is a Maine corporation.

- (c) Correspondence concerning this Application should be addressed to:

Benjamin W. Bronston
Nowalsky, Bronston & Gothard
3500 N. Causeway Blvd., Suite 1442
Metairie, LA 70002
Phone: (504) 832-1984
Fax: (504) 831-0892
Email: bbronston@nbglaw.com

- d) Adelphia Telecommunications, Inc. was granted authority in File No. ITC-214-19970206-00065, March 28, 1997. As a result of the Bankruptcy, a pro forma assignment of Adelphia's 214 to Adelphia as Debtor-In-Possession, was granted in File No. ITC-ASG-20021105-00613, April 30, 2003.

Adelphia Telecommunications of Florida, Inc. was granted authority in File No. ITC-214-19970206-00066, March 28, 1997. A pro forma assignment of Adelphia Telecommunications of Florida, Inc.'s 214 to Adelphia Telecommunications, Inc. Debtor-In-Possession was granted in File No. ITC-ASG-20021105-00614 dated April 30, 2003.

Pioneer obtained its license under the name PRB Inc. d/b/a Pioneer Telephone, File Number ITC-214-19970124-00040, March 18, 1997.

Responses (e) through (g) are not applicable to this Application.

- (h) The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly own at least ten percent of the equity of the applicants. There will be no interlocking directorates with any foreign carrier.

Pioneer Telephone

Sue Bouchard

Address: 583 Warren Avenue, Portland, ME 04103
Citizenship: United States
Principal Business: Telecommunications
Percent Ownership: 100%

There is no other person or entity which has a 10% or greater interest in Pioneer.

Adelphia

Leonard Tow

Address: 160 Lantern Ridge Road
New Canaan, CT 06840
Citizenship: United States
Principal Business: Investment Manager
Percent Ownership: 12.4%

There is no other person or entity which has a 10% or greater interest in Adelphia.

- (i) Applicants certify that they are not, and following the proposed transaction will not be, affiliated with any foreign carrier within the meaning of section 63.09(d) and (e).
- (j) The Applicants certify that they do not seek authority to provide service to any country described in paragraphs (1) through (4) of section 63.18(j).
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that no party to the Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) This international section 214 Application qualifies for streamlined processing pursuant to section 63.12 because the applicants are not affiliated with any foreign

carriers; are not affiliated with any dominant U.S. carriers whose international switched or private line services the applicant seeks authority to resell; and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. This Application therefore should be granted, pursuant to section 63.12(a), fourteen days after the date of public notice listing this Application as accepted for filing.

II. ADDITIONAL INFORMATION REQUIRED BY SECTION 63.04

This Application seeks Commission consent to transfer assets/control of Adelphia, which holds authority to provide domestic and international telecommunications services pursuant to section 214 of the Act. Pursuant to section 63.04(b) of the Commission's rules, the parties submit the following information in support of this Application in response to items 6 through 12 of section 63.04(a):

6) As set forth above, this Application seeks Commission consent to transfer the telecommunications assets of Adelphia to Pioneer. As a result of the transfer, Pioneer will continue to operate and provide service pursuant to its current authority and Adelphia will relinquish its authority to provide telecommunications services.

7) Pioneer is authorized to provide interexchange telecommunications services in every jurisdiction with the exception of Alaska and Hawaii. Pioneer's authority in Connecticut is pending.

8) This Application qualifies for streamlined processing under section 63.03(b)(2)(I) because the transferee will have a market share in the interstate interexchange market of less than 10 percent, the transferee will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction, and no party to this Application is dominant with respect to any service.

(9) The parties are filing a slamming certification letter with the Commission.

(10) Only standard streamlined processing of this domestic section 214 transfer of control application is sought pursuant to Section 63.03.

(11) No waiver requests are being filed in conjunction with the transaction.

(12) As discussed above, grant of this Application will strengthen Pioneer as the post-transaction company will become a stronger competitor in the marketplace for interstate and international telecommunications services. The customers of Adelphia will benefit from the company's improved resources and assets, which will help ensure continuity of service and enhance

the ability of Pioneer to offer a broader range of innovative products and services to customers. Grant of this Application will promote competition in the interexchange and international telecommunications markets and will serve the public interest.

III. CONCLUSION

For the foregoing reasons, this Application respectfully requests that the Commission consent to the transfer of assets of Adelphia to Pioneer.

Respectfully submitted,

Telecom Management, Inc.
d/b/a Pioneer Telephone

Adelphia Telecommunications, Inc.
Debtor-In-Possession

BY: Sue Bouchard /s/
Sue Bouchard
President

BY: Maria G. Arias /s/
Maria G. Arias
Vice President

Dated: Oct. 21, 2005


Dated: Oct 21, 2005

STATE OF COLORADO

COUNTY OF ARAPAHOE

VERIFICATION

I, Maria G. Arias, am the Vice President, Law and Government Affairs of Adelphia Telecommunications, Inc., and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: 
Name: Maria G. Arias
Title: Vice President, Law and Government Affairs

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 3rd day of October, 2005.


Notary Public


My commission expires: 6/2/07

STATE OF MAINE


COUNTY OF CUMBERLAND

VERIFICATION

I, Susan Bouchard, am the President of Telecom Management, Inc. d/b/a Pioneer Telephone, and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: 
Name: Susan Bouchard
Title: President

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 3rd day of October, 2005.


Notary Public

My commission expires: 10-15-2009

KEVIN PHOTIADES
Notary Public, Maine
My Commission Expires October 3, 2009

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589

Page 1 of 6

(1) LOCK BOX #		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Nowalsky, Bronston & Gothard, APLLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 3500 N. Causeway Blvd. #1442			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Metairie		(7) STATE LA	(8) ZIP CODE 70002
(9) DAYTIME TELEPHONE NUMBER (include area code) (504) 832-1984		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0005659958		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Telecom Management, Inc., d/b/a Pioneer Telephone			
(14) STREET ADDRESS LINE NO. 1 583 Warren Avenue			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Portland		(17) STATE ME	(18) ZIP CODE 33815
(19) DAYTIME TELEPHONE NUMBER (include area code) (207) 774-9500		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0005859111		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
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(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Bergman Bronston</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Bergman Bronston</u>		DATE <u>10/26/05</u>	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>2</u> of <u>2</u>		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Adelphia Telecommunications, Inc.		
(14) STREET ADDRESS LINE NO. 1 5619 DTC Parkway, Suite 800		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Greenwood Village	(17) STATE CO	(18) ZIP CODE 80111
(19) DAYTIME TELEPHONE NUMBER (include area code) (303) 268-6684		(20) COUNTRY CODE (if not in U.S.A.)
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NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

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Benjamin W. Bronston

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Approved by OMB
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(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Bernard Brunton</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Bernard Brunton</u>		DATE <u>10/24/05</u>	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. <u>2</u> of <u>2</u>		SPECIAL USE FCC USE ONLY	
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